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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re
DPH HOLDINGS CORP., et al.,
Reorganized Debtors.

Chapter 11

Case No. 05-44481 (RDD)

(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS,
FCI CONNECTORS HUNGARY GMBH, FCI KOREA LTD., FCI USA, INC.,
FCI USA LLC, AND DELPHI AUTOMOTIVE SYSTEMS, LLC (I) COMPROMISING
AND ALLOWING PROOF OF ADMINISTRATIVE EXPENSE CLAIM NUMBER 19723
AND (II) DISALLOWING AND EXPUNGING PROOFS OF ADMINISTRATIVE EXPENSE
CLAIM NUMBERS 19720, 19721 AND 19722 IN THEIR ENTIRETY

(FCI CONNECTORS HUNGARY GMBH, FCI KOREA LTD., AND FCI USA, INC.)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”), FCI Connectors Hungary GmbH, FCI Korea Ltd., FCI USA, Inc. (together with FCI Connectors Hungary GmbH and FCI Korea Ltd., the “Claimants”), FCI USA LLC, and Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC) (“New DAS LLC”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, FCI Connectors Hungary GmbH, FCI Korea Ltd., FCI USA, Inc., FCI USA LLC, And Delphi Automotive Systems, LLC (I) Compromising And Allowing Proof Of Administrative Expense Claim Number 19723 And (II) Disallowing and Expunging Proofs of

Administrative Expense Claim Numbers 19720, 19721, And 19722 In Their Entirety (the “Stipulation”) and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the “Bankruptcy Code”), in the United States Bankruptcy Court for the Southern District of New York (the “Court”).

WHEREAS, on November 4, 2009, FCI Connectors Hungary GmbH (“FCI Hungary”) filed proof of administrative expense claim number 19720 (“Claim 19720”) against Delphi asserting an administrative expense priority claim in the amount of \$114,330.07 for alleged goods sold by FCI Hungary to the Debtors.

WHEREAS, on November 4, 2009, FCI Korea Ltd. (“FCI Korea”) filed proof of administrative expense claim number 19721 (“Claim 19721”) against Delphi asserting an administrative expense priority claim in the amount of \$11,041.61 for alleged goods sold by FCI Korea to the Debtors.

WHEREAS, on November 4, 2009, FCI Hungary filed proof of administrative expense claim number 19722 (“Claim 19722”) against Delphi asserting an administrative expense priority claim in the amount of \$117,560.06 for alleged goods sold by FCI Hungary to the Debtors.

WHEREAS, on November 4, 2009, FCI USA, Inc. filed proof of administrative expense claim number 19723 (“Claim 19723”) (together with Claim 19720, Claim 19721 and Claim

19722, the “Claims”) against Delphi asserting an administrative expense priority claim in the amount of \$933,834.06 for alleged goods sold by FCI USA, Inc. to the Debtors.

WHEREAS, pursuant to the Master Disposition Agreement Among Delphi Corporation, GM Components Holdings, LLC, General Motors Company, Motors Liquidation Company (f/k/a General Motors Corporation), and DIP Holdco 3 LLC, among others, dated as of July 30, 2009 (the “MDA”), the Buyers (as defined in the MDA), including Delphi Automotive Systems, LLC (f/k/a New Delphi Automotive Systems 1, LLC), as assignee of DIP Holdco 3 LLC, assumed certain administrative expense liabilities of the Debtors.

WHEREAS, pursuant to the MDA, New DAS LLC, as a subsidiary of Delphi Automotive LLP (as assignee of DIP Holdco 3 LLC), assumed certain administrative expense liabilities related to the Claims.

WHEREAS, on October 6, 2009 (the “Effective Date”), the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (The "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 23, 2010, the Claimants filed the Response Of FCI Connectors Hungary GmbH, FCI Korea Ltd., And FCI USA, Inc. To Debtors' Forty-Third Omnibus Objection (Claim Nos. 19720, 19721, 19722 And 19723) (Docket No. 19446) (the "Response").

WHEREAS, since February 23, 2010, the Reorganized Debtors have been able to reconcile and pay all but approximately \$5,000 of the Claims.

WHEREAS, to avoid further expenditures of time and money to reconcile and resolve the remaining disputed balance of the Claims, and to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims and all other claims held by any of the FCI Releasing Parties (as defined below) against any of the Released Parties (as defined below), the Reorganized Debtors, the Claimants, and New DAS LLC entered into this Stipulation, pursuant to which, among other things, the Reorganized Debtors, the Claimants, and New DAS LLC agreed that (a) Claim 19723 should be compromised and allowed as an administrative claim in the amount of \$2,000.00 against DPH-DAS LLC and (b) Claim 19720, Claim 19721, and Claim 19722 should be disallowed and expunged in their entirety.

NOW, THEREFORE, the Reorganized Debtors, the Claimants, FCI USA LLC, and New DAS LLC stipulate and agree as follows:

1. Claim 19723 shall be compromised and allowed in the amount of \$2,000.00 and shall be treated as an allowed administrative claim against DPH-DAS LLC in accordance with the terms of the Modified Plan.
2. Claim 19720, Claim 19721 and Claim 19722 are hereby disallowed and expunged in their entirety.
3. Notwithstanding anything to the contrary in the Modified Plan, within 60 days of entry of this Stipulation on the Court's docket, New DAS LLC shall pay to the Claimants \$2,000.00. Such payment will be remitted by check payable to "FCI USA LLC" and will be mailed to the following address:

FCI USA LLC
Attention: Don Callahan
825 Old Trail Road
Etters, Pennsylvania 17319

4. Allowance of Claim 19723 in the amount of \$2,000.00 is in full and final satisfaction of the Claims.
5. The Response is hereby deemed withdrawn with prejudice.
6. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors, Debtors or New DAS LLC with respect to any portion of the Claims.
7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 20th day of June, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND APPROVED FOR ENTRY:

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